

**GOODWIN, PROCTER & HOAR
COUNSELLORS AT LAW**

**28 STATE STREET
BOSTON, MASS. 02109**

AREA CODE 617 523-5700

CABLE ADDRESS: GOODPROCT, BOSTON

TELEX 94-0640

February 18, 1976

OF COUNSEL

**FRANK B. WALLIS
HENRY B. HOSMER**

**LEONARD WHEELER
CARL F. SCHIPPER, JR.**

**HERBERT S. URBACH
LESLIE S. BLICHER
DAVID P. RIES
DONALD B. GOULD
RICHARD E. FLOOR
JEROME H. SOMERS
RYA W. ZOBEL
BRADLEY R. COOK
ROBERT D. PAUL
JON D. SCHNEIDER
ROBERT C. POMEROY
HARRISON A. FITCH
STEPHEN W. CARR
RONALD G. SAMPSON
PETER L. CURRY
FRANCIS C. LYNCH
RICHARD A. SODEN
EDWARD L. GLAZER
DON M. KENNEDY
KENNETH A. COHEN
PAUL D. WEAVER
RAYMOND P. BOULANGER
SAMUEL B. BRUSKIN
ERIC P. GELLER
NORMAND F. SMITH
ALIX SMULLIN
JAMES S. DITTMAR
PAUL F. McDONOUGH, JR.
WILFRED J. BENOIT, JR.
PAUL W. SANDMAN
ROBERT A. PRESSLER
ROBERT F. HOUSER**

**RICHARD M. NICHOLS
DONALD J. HURLEY
CHARLES D. POST
JOSEPH F. KNOWLES
JOHN S. MECHEM
ROGER P. STOKEY
FREDERICK J. ROBBINS
CHARLES E. GOODHUE III
DONALD J. EVANS
WILLIAM J. PECHILIS
SAMUEL HOAR
ROBERT B. FRASER
PRESTON H. SAUNDERS
MARSHALL SIMONDS
RUSSELL G. SIMPSON
HENRY B. SHEPARD, JR.
ARTHUR L. STEVENSON
PAUL R. RUGO
JURIS UDRIS
WILLIAM B. KING
SAMUEL L. BATCHELDER, JR.
JOSHUA M. BERMAN
EDWARD T. O'DELL, JR.
ALLAN VAN GESTEL
WILLIAM H. GORHAM
JOSEPH W. HALEY
A. JEFFREY DANDO
MICHAEL STEINBERG
JOSEPH L. COTTER
DONALD P. QUINN
WILBUR M. JAQUITH
GEORGE W. BUTTERWORTH III**

**Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
12th and Constitution Avenues
Washington, DC 20423**

Gentlemen:

Please refer to (1) Conditional Sale Agreement dated as of October 15, 1968 among Lease Financing Corporation, New England Merchants Financial Corporation and Penn Central Company, filed with your office on December 27, 1968, recordation No. 6041; (2) Lease of Railroad Equipment dated as of October 15, 1968 between New England Merchants Financial Corporation and Penn Central Company, also filed with your office on December 27, 1968, recordation No. 6042; and (3) Letter of the undersigned dated August 27, 1973 informing your office of the February 16, 1973 change of corporate name of New England Merchants Financial Corporation to New England Merchants Leasing Corporation, together with the copies enclosed with that letter of Massachusetts Articles of Amendment effecting that change of corporate name, certified by the Secretary of the Commonwealth of Massachusetts.

Effective February 11, 1976, the name of this corporation was once again changed, this time from New England Merchants Leasing Corporation to NEMB Leasing Corporation. I am enclosing two (2) copies of the Massachusetts Articles of Amendment effecting this change of corporate name, certified by the Secretary of the Commonwealth of Massachusetts, in accordance with what I understand to be your office practices. I am submitting this letter in triplicate together with the two (2) certified copies of the Articles of Amendment evidencing the change of corporate name and a check for the

RECORDATION NO. **6041 E**
Filed & Recorded

FEB 24 1976 - 3 25 PM

INTERSTATE COMMERCE COMMISSION

**INTERSTATE
COMMERCE COMMISSION
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FEB 22 1976

**ADMINISTRATIVE SERVICES
I MAIL BRANCH**

**FEB 24 3 32 PM '76
RECEIVED
REG. MAIL BR.**

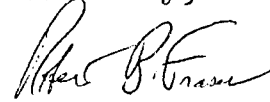
GOODWIN, PROCTER & HOAR

Mr. Robert L. Oswald
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fifteen dollar (\$15) filing fee, in order that the change of corporate name may be properly reflected in your office.

Please acknowledge receipt of this letter, of the enclosed certified Articles of Amendment and of the fifteen dollar (\$15) filing fee by appropriate notation on the third copy of this letter, and return the same to me in the self-addressed, stamped envelope enclosed for the purpose.

Sincerely,



Robert B. Fraser

RBF/cm
Enclosures



Paul Guzzi
Secretary of the Commonwealth

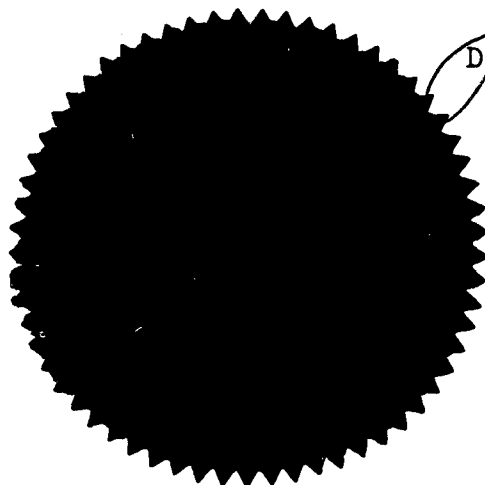
The Commonwealth of Massachusetts
Office of the Secretary
State House, Boston 02133

FILE

A true Copy Witnessed under the Great
Seal of the Commonwealth of Massachusetts.

Paul Guzzi
Secretary of the Commonwealth.

James H. H. H.
Deputy Secretary.



The Commonwealth of Massachusetts

PAUL GUZZI

Secretary of the Commonwealth

STATE HOUSE, BOSTON, MASS.

02133

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Eugene F. McCulloch, Jr., President/~~Vice President~~ and
Leo R. Chausse, ~~Clerk~~ Assistant Clerk of

New England Merchants Leasing Corporation

(Name of Corporation)

located at 15 State Street, Boston, Massachusetts

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted ~~at a meeting held on~~ February 11, 1976, by vote of

610 shares of common stock out of 610 shares outstanding,
 (Class of Stock)

shares of out of shares outstanding, and
 (Class of Stock)

shares of out of shares outstanding,
 (Class of Stock)

being at least a majority of each class outstanding and entitled to vote thereon:¹

CROSS OUT

INAPPLICABLE

CLAUSE

~~two thirds of each class outstanding and entitled to vote thereon and~~
~~of each class of stock whose right to vote is adversely affected~~
~~thereby~~

To amend the Articles of Organization of this corporation to change its name to NEMB Leasing Corporation.

¹For amendments adopted pursuant to Chapter 156B, Section 70.

²For amendments adopted pursuant to Chapter 156B, Section 71.

NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8½" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

28922

RECEIVED

FEB 11 1976

CORPORATION DIVISION
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 500.00
having been paid, said articles are deemed to have
been filed with me this 11th
day of February, 1976.

Paul Guzzi

~~SECRETARY OF THE COMMONWEALTH~~
Secretary of the Commonwealth
State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO:

Robert B. Fraser, Esq.
Goodwin, Procter & Hoar
28 State Street
Boston, Mass. 02109

Copy Mailed

FEB 18 1976